

# CONTENTS

Game Setup .....	2
Spider-Man's Moves .....	5
Main Menu .....	7
Difficulty Levels .....	9
Understanding the In-Game Display .....	10
Power-Ups and Icons .....	11
Training .....	13
Records .....	15
Special .....	15
Gallery .....	16
The Story Thus Far...	18
Our Hero .....	19
Gameplay Tips .....	21
Credits .....	22
Customer Support .....	24
Software License Agreement .....	25



# GAME SETUP

## INSTALLING SPIDER-MAN

- To Install Spider-Man, insert the game CD into your CD-ROM drive.
- If Autoplay is enabled, the Installer splash screen should appear.
- When the Installer splash screen appears, click on the **Install** button.
- For online help, Electronic Registration, and extras, click the **More** button.
- Uninstall Spider-Man shortcut: If you wish to remove Spider-Man from your hard drive, you should always use the shortcut from the Start Menu. The Uninstall Spider-Man option will remove all game files except your saved games and personal settings.

*Note:* You can return to the splash screen at any time without affecting your installed game.

## AUTOPLAY

If the Spider-Man splash screen does not appear, try performing the following steps:

- Double-click on the **My Computer** icon on your desktop, or right-click on the icon and choose the **Open** option.
- Select the **Refresh** option located in the View Pull-down Menu.
- Double-Click on the **Spider-Man CD** icon in the window or right-click on the icon and choose the **Autoplay** option.
- After the Spider-Man splash screen appears, click on the **Install** button.

If the Autoplay feature does not function, please check the following:

- Make sure the CD is clean and properly placed in the CD-ROM drive.
- Your CD-ROM driver may not be optimised for use with Windows®. To verify this, perform the following steps:
  1. Open the Windows Control Panel folder and double-click on the System icon.

2. Click on the **Performance** tab. If any of your hardware drivers are not fully optimised for use with Windows, they will be listed here with an explanation of the exact problem and suggestions on how to fix it.

Windows may not be set up to Autoplay CD's. To check, perform the following steps:

- Open the Windows Control Panel folder and double-click on the **System** icon.
- Click on the **Device Manager** tab. Click on the **Plus** sign next to CD-ROM, select your CD-ROM and choose **Properties**.
- Click on the **Settings** tab. Insert a checkmark in the box to the left of the Auto Insert Notification and select **OK**.

## DIRECTX™ 8

During the Spider-Man setup, the install process will determine if Microsoft® DirectX needs to be installed on your computer. If so, the Microsoft DirectX Setup Program will install the appropriate files on your computer. See the online Spider-Man Technical Help file for additional information.

Q: What is DirectX 8 and why do I need it?

A: Microsoft's DirectX 8 is a set of functions that give Windows games and other applications their power. These functions allow applications to perform advanced functions in networking, graphics, sound and input, beyond what's possible on other operating systems. It also accounts for many of the performance gains associated with Windows games.

Q: If I don't install DirectX 8 when I install the game, can I install it later?

A: Yes. You can manually install it. To do so, use the following instructions:

- Place the disc in the CD-ROM drive and exit from any Autoplay screens.
- Double-click on **My Computer**.
- Right-click on your CD-ROM drive and choose **Install DirectX**.
- Follow the installation process. When DirectX installation finishes, you will need to restart your computer for the new drivers to work.

Q: I already have other Windows games installed on my computer. Will the Microsoft DirectX Installer change my DirectX files?

A: If you already have other Windows games on your computer, chances are you already have the initial version of DirectX installed. In this case, the Microsoft Installer will detect and overwrite any previous versions with DirectX 8. At that point, you will need to restart your computer for the changes to take effect.

If, however, you already have DirectX 8 installed on your computer, the Microsoft DirectX 8 Installer will detect it and not overwrite any DirectX 8 files. You may not need to restart your computer after installation in order to run Spider-Man.

## SPIDER-MAN'S MOVES

PLAYER CONTROLS	DESCRIPTION	BUTTONS
Jump	jump	Num 2, Joystick button 3
Punch	press once to punch enemies or multiple times for combos	Num 4, Joystick button 0
Kick	press once to kick enemies or multiple times for combos	Num 6, Joystick button 4
Web Trap	trap opponents or activate switches	Num 8, Joystick button 1
Jumping Punch	perform jump move then punch when close to an enemy	Num 2 then Num 4, Joystick button 3 then button 0
Jumping Kick	perform jump move then kick when close to an enemy	Num 2 then Num 6, Joystick button 3 then button 4
Grab	grab opponents from behind	Num 4 then Num 8 or Num 8 + Num 6, Joystick 1 + Joystick 0 or Joystick 4 + Joystick 1
Grab and Punch	perform grab move then punch move	Num 4 then Num 8 or Num 8 + Num 6 then Num 4, Joystick 1 + Joystick 0 or Joystick 4 + Joystick 1 then Joystick 0
Grab and Kick	perform grab move then kick move	Num 4 then Num 8 or Num 8 + Num 6 then Num 6, Joystick 1 + Joystick 0 or Joystick 4 + Joystick 1 then Joystick 4
Web Spikes	creates spiked gloves made of webbing	Num 8 + ← Joystick 1 + ←
Web Dome	creates shield dome made of webbing	Num 8 + → Joystick 1 + →
Break Web Dome	break web dome and attack enemies	Num 8 + → then Num 4 or Num 6, Joystick 1 + → then Joystick 0 or Joystick 4
Impact Webbing	shoot a ball of webbing	Num 8 + ↑, Joystick 1 + ↑
Web Yank	trap enemies in webbing and pull them	Num 8 + ↓, Joystick 1 + ↓

PLAYER CONTROLS	DESCRIPTION	BUTTONS
Web Yank Left	pull enemies left	Num 8 + ↓ + ←, Joystick 1 + ↓ + ←
Web Yank Right	pull enemies right	Num 8 + ↓ + →, Joystick 1 + ↓ + →
Zip Line	shoot web and zip from wall to wall	Num 9, Joystick 9
Zip-line	shoot a web-line straight up or directly opposite	Num 3, Joystick 7
Web Target Mode	hold down to target and tap to recenter camera	Num 7, Joystick 6
Pause	pause game and access Options menu	Esc, Joystick 12

## MAIN MENU

Choose from the following options to begin playing *Spider-Man*.

### NEW GAME

Choose this option to start a new game.

### CONTINUE

Choose this option to continue from the level you last completed.

### OPTIONS

Use this screen to modify several game options. Use the **Directional Arrows up/down** and the **Enter** key to accept. Press the **Esc** key to return to the Main Menu.

**Keyboard Configuration:** Choose this option to set your keyboard bindings for the game. Use the **Directional Arrows up/down** and the **Enter** key to select a move, then press the key you want to bind it to. Press the **Esc** to go back to the Options screen.

**Joystick Configuration:** Choose this option to set up your joystick. Select a move from the list using the **Directional Arrows up/down** and the **Enter** key, then press the button on your joystick or gamepad that you want to bind it to. Press the **Esc** key to go back to the Options menu.

**Music and Sound:** This screen allows you to change the volume of Music and Sound Effects, Voices, and Movies in the game. Move the **Directional Arrows up/down** to toggle between Music and Sound Effects, Voices, and Movie levels. Move the **Directional Arrows left/right** to raise and lower the volume of each selection and toggle the audio output between stereo and mono. To return to the game's original levels, select **Initial Settings** and press the **Enter** key.



**Video Options:** Choose this option to change your video resolution and bit depth. You can also turn on the software renderer here. Press the **up or down arrows** to select an item and press the **left or right arrows** to change it's value. Press **Esc** to go back to the options screen.

**File System:** Choose this to load/save your games. Press the appropriate buttons to select the following options:

- **Load Game Data:** To load a previously saved game.
- **Save Game Data:** To save your current game. You will be required to name your saved game.

Press the **Enter** key to select or the **Esc** key to go back from the file system screen. When you load or save you will have to specify the file to load or save. Press the directional arrows up/down to choose a slot and then press **Enter** to accept.

## DIFFICULTY LEVELS

There are four different levels of gameplay to be found in *Spider-Man*. The three traditional skill levels are:

**Easy:** Novice game players should choose this difficulty level. More clues are present to solve puzzles. Enemies take less damage to subdue, and Spider-Man can absorb much more punishment than on Normal and Hard difficulty levels.

**Normal:** A step above Easy, this difficulty level will present the average game player with more of a challenge.

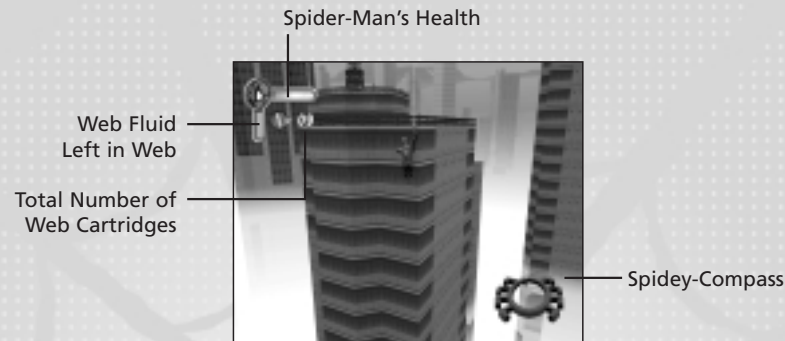
**Hard:** For extreme Spidey-players only! Even the seasoned Spider-Man veteran will find this mode more than challenging!

A special difficulty mode has been implemented to please young gamers.

**Kid Mode:** For children who want to explore the various levels of Spider-Man, Kid Mode allows them to do so with the controls configured for young hands and the gameplay customised to allow easy passage through each level.



## UNDERSTANDING THE IN-GAME DISPLAY



The Heads-Up Display, or HUD, for *Spider-Man* is fairly simple. Spider-Man's health is represented by a horizontal bar that runs across the top of the screen. For webbing, the vertical bar registers how much web fluid is left in the web cartridge that Spider-Man is currently using. The number just to the right of this bar tells you the total number of web cartridges Spider-Man is carrying.

In the lower right hand corner is the Spidey-Compass. Occasionally the Spidey-Compass will appear in order to show you the direction you should be heading through the city, with up corresponding to "Forward" and down corresponding to "Back."

## POWER-UPS AND ICONS

Within the game there will be a number of power-ups to aid Spider-Man in his mission. Each power-up has a different function, listed below. To obtain a power-up, run, crawl, or use your zip-line to make contact with it. If Spider-Man has reached his holding capacity for a certain item, the power-up will become transparent when you make contact with it. Here are some of the power-ups to be found in the game:



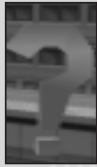
**Web-Cartridges (Blue):** Each web attack Spider-Man does (see *Spider-Man's Moves* section) will remove a portion of your overall webbing. Before you run out of webbing you'll need to pick up a new web cartridge. Web cartridges allow Spider-Man to execute his web attacks. Under normal conditions Spider-Man can carry up to ten web cartridges at any time.



**Health (Red and White):** Health cartridges serve to restore a portion of Spider-Man's health throughout the game. Be careful however, you'll never know just how much a particular health cartridge will restore you. Play wisely to conserve your health.



**Armour (Gold):** This rare power-up will change the costume and properties of Spider-Man for a brief time in the game. When you collect this power-up Spider-Man's suit will change to its armoured configuration. The Spidey-Armour has its own health bar, so it will take damage and leave Spider-Man unharmed. However, normal health cartridges will not work on Spidey-Armour, so be careful. Once its meter runs out, Spidey-Armour disappears and Spider-Man returns to normal. Also, Spidey-Armour increases the amount of damage Spider-Man does to his opponents while reducing the amount of damage an enemy can do to him.



**Helper Icons:** These icons will appear as an aid for less experienced players. The icons will inform you of anything from how to use your web to hints on how to solve some of the puzzles found in the game. To activate the helper icon simply walk through it.

*Note:* Some helper icons will seem to disappear without being activated. This only means that you have already performed the task it was intended to teach you.

## TRAINING

Need to fine-tune your superhero skills? The training mode offers the opportunity to test out your crime-fighting skills in a number of different training environments.

### TIME ATTACK

Instant action combat for either 60 or 120 seconds. Hone your fighting skills by eliminating as many villains as you can within the selected amount of time. You will also select the villain you will fight against. Use the **Directional Arrows up/down** to select both the time limit and type of enemy. Press the **Enter** key to confirm your selection.

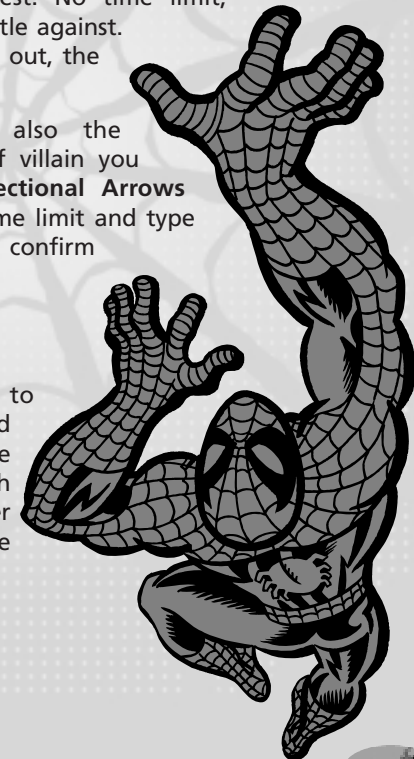
### SURVIVAL MODE

Survival mode is the ultimate test. No time limit, just endless amount of foes to battle against. Once Spider-Man's health bar runs out, the fight is finished!

In Survival Mode there is also the opportunity to select the type of villain you will fight against. Use the **Directional Arrows up/down** to highlight both the time limit and type of enemy. Press the **Enter** key to confirm your selection.

### SPEED TRAINING

Web-swinging is as important to Spider-Man as walking. Speed Training mode allows you to practice your web swinging through different parts of the city. The better you become at web swinging, the lower your time will be.



## TARGET PRACTICE

Learn to determine friend from foe while sharpening your reflexes using Spider-Man's web-attacks.

## ITEM COLLECTION

Test maneuverability, reflexes, and timing in either Item Hunt or Zip-Line Training modes.

**Item Hunt:** Practice your maneuverability in the labyrinthine Item Hunt area. Run, jump, crawl and web-swing in order to collect all of the gold Spider-Medallions as quickly as possible in order to get the best time.

**Zip-Line Training:** For the more daring game player. Test out your timing and accuracy in this mode. Descend from the ceiling by pressing the **Jump** button to pick up as many Spider-Medallions as possible. Then use Zip-Line webbing by pressing the **Zip-Line** button to return without touching the deadly electrified floor. More medallions mean a higher score.

## RECORDS

Only those who really know what it means to be a superhero make it into the Records. Use the **Directional Arrows up/down** to highlight a specific set of records. Press the Enter key to confirm the selection. To exit, press the **Esc** key.

## SPECIAL

### COSTUMES

Spider-Man hasn't always worn the familiar red and blues that most people know. Over the years of being a superhero there have been times when a different suit was necessary to overcome certain challenges. In the game, some suits are better adapted than others to the many challenges that Spider-Man must face. Locate these costumes and use their special abilities to more easily overcome Spider-Man's adversaries.



### VIEW CREDITS

See a list of all the people responsible for bringing Spider-Man to life. Select View Credits and press the Enter key to confirm. The Esc key can be pressed at any time to exit.

### CHEATS

Input any game cheats that have been discovered here. Type in the cheat code with the keyboard and press the **Enter** key to confirm the code. To correct any mistakes press **backspace** and to exit from this menu press **Esc**.



## GALLERY

### CHARACTER VIEWER

The character viewer will let you become more acquainted with the people in Spider-Man's world. Included with each character is a short biography and narrative, as well as when he, she, or it first appeared in comic books. Any listing that contains a question mark (?) is unavailable until unlocked from within the game.



As you progress through the game, more and more characters will become available for viewing. To operate the Character Viewer, use the **Directional Arrows up/down** to scroll through your available choices, then press the **Enter** button to select. Using the **Directional Arrows left/ right** will allow you to rotate the image of your selected character 360 degrees. Pressing the **Numpad 9** and **Numpad 7** respectively will allow you to zoom in or out on the character you have selected.

Press the **Esc** key to exit the Character Viewer.

### MOVIE VIEWER

This feature will allow you to view any of the movies that you have unlocked during the course of gameplay. As you progress through the game, more movies will become available for viewing. Use the **Directional Arrows up/down** to scroll through your available choices, then press the **Enter** key to select. Any listing that contains a question mark (?) is unavailable until unlocked from within the Game.

Press the **Esc** key to exit the Movie Viewer.

## COMIC COLLECTION

Hidden throughout the game are a number of icons that resemble comic books. These icons can be in plain view, or they may require a bit of exploration to uncover. Once collected, the icon will unlock a real Spider-Man comic cover. These comics detail historic events in Spider-History, including a brief synopsis pointing out the highlights of that particular issue. Any listing that contains a question mark (?) is unavailable until unlocked from within the game.



Press the **Esc** key to exit the Comic Collection.

## GAME COVERS



As the story unfolds, each chapter will be prefaced with its own comic book cover. Use the **Directional Arrows up/down/left/right** to highlight a cover once it's unlocked. View the highlighted cover by pressing the **Enter** key. To go back, press the **Esc** key. Any listing that contains a question mark (?) is unavailable until unlocked from within the game.

Press the **Esc** key to exit Game Covers.

## STORYBOARDS

Storyboards allows you to view the original design art that served as the backbone, or template, for all of the movies in the game. The storyboards will unlock once the game is completed.

Use the **Directional Buttons up/down** to highlight the storyboard to be viewed. Press the **Enter** key to view that storyboard. In order to progress through the storyboards, use the **Directional Buttons left/right**.



Press the **Esc** key to exit Storyboards.

## THE STORY THUS FAR...

"Last time I checked, I was Spider-Man.

So there I was, attending a lecture at the Science Expo given by the now-reformed Dr. Otto Octavius (better known as Doctor Octopus). Just as Octavius finished lecturing on his latest technological innovation, the entire auditorium was thrown into chaos.

Somebody dressed to look like Spider-Man took out the security guards and stole Octavius' new piece of technology. As if that wasn't bad enough, I bumped into Eddie Brock during all the commotion. Since Brock is the human half of the symbiotic pair known as Venom, I'm thinking his presence at the Science Expo can only mean more trouble.

Isn't that just my luck? Octavius' technology has been stolen, and the police and everyone else in New York City think it was me that took it. But there has to be more to this than meets the eye. Why would someone want to steal Octavius' technology and pin the theft on Spider-Man?

Well, I know one thing for sure: New York City is only big enough for one Spider-Man. And that's me."

Peter Parker  
New York City  
Yesterday...

## OUR HERO

### SPIDER-MAN

**Name:** Peter Parker

**Age:** Early to Mid-twenties

**Identity:** Secret

**First Appearance:** Amazing Fantasy #15  
(Aug. 1962)

**Relatives:** Mary Jane Watson-Parker (Wife),  
Mary & Richard Parker (Parents—Deceased),  
Benjamin Parker (Uncle—Deceased),  
May Parker (Aunt), Anna Watson (Aunt)

**Affiliates:** Avengers

**Occupation:** Scientist, and Photographer at the Daily Bugle

**Friends:** Harry Osborn (Deceased), Gwen Stacy (Deceased),  
Flash Thompson, Johnny Storm (Human Torch),  
Matt Murdock (Daredevil), Liz Allen Osborn, Betty Brant,  
Joseph "Robbie" Robertson

**Enemies:** Green Goblin, Doctor Octopus, Venom, Carnage, Electro,  
Vulture, Sandman, Lizard, Mysterio, Kingpin, Chameleon, Kraven,  
Scorpion, and many others!

**Height:** 5' 10"

**Weight:** 165 lbs.

**Eyes:** Hazel

**Hair:** Brown

**Place Of Birth:** Forest Hills, Queens New York

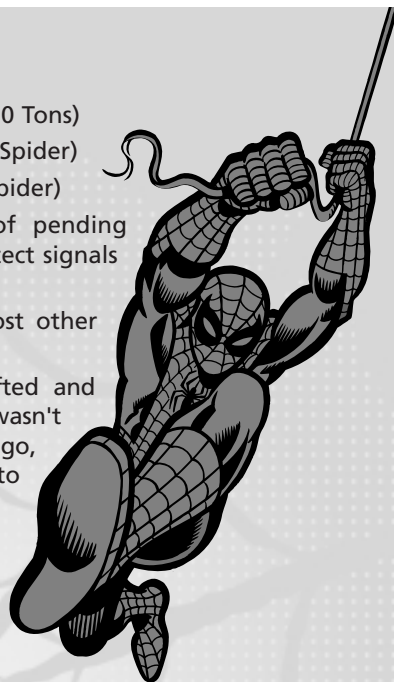
**Usual Place Of Operations:** Manhattan and all of New York.



## POWERS

- Super-Human Strength (Class 10 = 10 Tons)
- Super-Human Reflexes (Similar to a Spider)
- Super-Human Agility (Similar to a Spider)
- "Spider-Sense" that warns him of pending danger and gives him ability to detect signals from his Spider-Tracers
- Ability to adhere to walls and most other surfaces with his extremities

**Other Abilities:** Peter Parker is a gifted and inventive person who, even if he wasn't bitten by that radioactive spider years ago, would have made a great contribution to society as a scientist.



## GAMEPLAY TIPS

- If you press jump while in mid swing, then re-engage your web swing, you can alter your course. This is called "Breaking, or Cutting Webbing."
- Use your Spider-Sense to fight multiple foes. The red arrows will point to where an enemy is located. Also, your Spider-Sense will point out the closest bad guys first.
- Sometimes Zip-Line webbing can be used to save yourself from falling. Make sure there is something above you to cling to first!
- Vary your attacks. Different enemies respond differently to attacks. Some have to be fought at a distance; others are not affected by impact webbing. Learn how to fight each enemy in a way that conserves both health and webbing.
- Use Web-Spikes to increase your punching power considerably.
- When facing multiple opponents, the Web-Dome is useful for both attack and defence.
- Don't forget that you're Spider-Man! Use ceilings and overhangs to approach the bad guys with stealth.
- Sometimes it's better to run than fight. Even super heroes know when a fight can't be won. Use discretion when confronted with some enemies.
- Use the environment to your advantage. Grab your enemies and send them flying. This is especially useful in the furnace room.
- Spidey may be a superhero, but he doesn't like water. Avoid swimming at all costs!
- Use combinations of punch, kick, and webbing to get more effective attacks.
- Remember, many objects in your environment can be picked up and thrown by Spider-Man.
- Remember to explore your environment; you never know what you might find behind a door or under some furniture.





# CREDITS

## PC VERSION DEVELOPED BY LTI Gray Matter

*President / Lead Programmer*  
Mike Livesay  
*Lead Programmer*  
Jason L. Maynard  
*Programmers*  
Daniel Zahn  
Chris Robbers

*Lead Artist*  
Russell Truelove  
*Sound FX*  
Matt Furniss

## PUBLISHED BY

*Activision Publishing, Inc.*

*Associate Producer*  
Peter Muravez

*Producer*  
Matt Powers

*Senior Producer*  
Marc Turndorf

*Production Coordinator*  
Jay Gordon

*Art Director*  
David Dalzell

*Vice President, North American Studios*  
Murali Tegulapalle

*Executive Vice President,*  
*World Wide Studios*  
Larry Goldberg

*Vice President,*  
*Global Brand Management*  
Melissa Chapman

*Brand Managers*  
John Heinecke  
Nita Patel

*Marketing Associate*  
Matt Geyer

*Senior Publicist*  
Lisa Fields

*Legal*  
Mike Hand

*Installer*  
Andrew Petterson

## QUALITY ASSURANCE

*Project Lead*  
Si n Rodriguez y Gibson  
*Manager of PC Titles*  
Sam Nouriani

*Senior PC Lead*  
Juan Valdes

*Floor Lead*  
Paul Kennedy

*QA Testers*  
Barry Battle  
Michael Restifo

Peter Beal  
John Rosser

## CODE RELEASE GROUP

*Manager*  
Tim Vanlaw

*Senior Project Lead*  
Brad Saavedra

*Code Release Testers*  
Michael Sparks  
Jeremy Richards

## COMPATIBILITY LAB

*Compatibility Team Lead*  
Neil Barizo

*Compatibility Technician*  
Jason Kim

*Compatibility Tester*  
John Santry

## CUSTOMER SUPPORT

*CS Manager*  
Bob McPherson

*Customer Support Phone Lead*  
Gary Bolduc

*Customer Support Information and*  
*Escalation Lead*  
Rob Lim

*Customer Support Email Lead*  
Mike Hill

## CREATIVE SERVICES

*Vice President, Creative Services*  
Denise Walsh

*Manager, Creative Services*  
Jill Barry

*Packaging Design*  
IGNITED MINDS, LLC

*DREAMCAST VERSION*  
*DEVELOPED BY*  
Treyarch

*Lead Programmer*  
Srin 'Aouie' Lakshmanan

*Art Director*  
Christian Busic

*Programmers*  
Andy Chien

Jason Bryant  
Biran Lawson

*Artists*  
Paul Whitehead

Miranda Collins  
Michael McMahan

Arnold Agravador  
*Additional Sound*

Sergio Bustamante II

*Assistant Producer*  
Jonathan Zamkoff

*Executive Producer*  
Gregory John

*Quality Assurance*  
Alan Barasch

Robert Sanchez  
*Special Thanks To*

Don Likeness  
Dr. Pter T. Akemann

Eric Steinmann  
Christopher A. Busse

Nick Doran  
Chris Soares

James Frstrom  
Doris Argoud

Nigel Mills  
Kevin Tomatani

Rose Villase n

*Cheers To*  
Stan Lee

Steve Ditko  
Jeff Emery

Mom and Dad  
Second Foundation Comics Store

## ACTIVISION UK

*Senior VP European Publishing*  
Scott Dodkins

*Head of Publishing Services*  
Nathalie Dove

*Localisation Supervisor*  
Tamsin Lucas

*Localisation Project Managers*  
Mark the butt Nutt, Simon Dawes

*Brand Manager*  
Alison Mitchell

*Operations Manager*  
Heather Clarke

*Production Assistant*  
Victoria Fisher

*Creative Artworker*  
Alex Wylde (CDC)

## ORIGINAL VERSION DEVELOPED BY

*Neversoft Entertainment*

*Lead Designer*  
Chad Findley

*Lead Programmer*  
Dave Cowling

*Lead Artist*  
Chris Ward

*Executive Producer*  
Joel Jewett

*Character Models and Animation*  
Peter Day

*Production Director*  
Jason Uyeda

*Programming*  
Kendall Harrison

Matt Duncan  
*Level Designers*

Alan Flores  
Brian Jennings

*Level Artists*  
Chris Glenn

Aaron Skillman  
Edwin Fong

*Character Art*  
Mark L. Scott

*Producer*  
Kevin Mulhall

*Associate Producer*  
Jeremy Andersen

*Intro and Finale Movie Animation*  
Peter Day

*Game Comic Covers*  
Christian Gosset

Snakebite  
*Art Assistance*

Johnny Ow  
Jeremy Pardon

*Technical Assistance*  
Mick West

Jason Keeney  
*Human Resources*

Sandy Jewett  
Lisa Davies

*Dog*  
Logan

## AUDIO

*Tommy Tallarico Studios, Inc.*

*Sound Design*  
Joey Kuras

*Music*  
Tommy Tallarico

Howard Ulyate  
*Spider-Man Theme Song*

Remixed by Apollo Four Forty  
Written by: Robert J Harris/  
Paul Webster

Published by: Hillcrest Music  
Corporation (ASCAP)/  
Webster Music Co.(ASCAP)

*Additional musical elements for the*  
*remix by Apollo Four Forty:*  
Trevor Gray, Noko, Ian Hoxley and  
Howard Gray

*Published by Universal - Songs of*  
*PolyGram International, Inc (BMI)/*  
*Reverb America Music (BMI)*

*Produced by @440 at Apollo Control*  
*Representation by XL Talent*  
*Partnership*

*Music Supervision*  
*SonicFusion, Inc.*

## VOICE ACTING CAST

Rino Romano . . . . . Spider-Man  
Bank Thug 1

Efrem Zimbalist Jr. . . . . Doctor Octopus  
Jennifer Hale . . . . . Black Cat

Mary Jane  
Dee Bradley Baker . . . . . Carnage

Rhino  
J Jonah Jameson  
Daredevil

The Lizard  
Daran Norris . . . . . Venom

Mysterio  
Scorpion  
Punisher

Johnny Storm  
Captain America  
Chad Findley . . . . . Bank Thug 2

Eagle-One Pilot  
Security Guard  
Christopher Corey Smith . . . . . Hostage

Police Pilot  
Sniper  
Microchip

Stan Lee . . . . . HIMSELF  
*Special Thanks to:*

Connor Jewett  
*Voice Casting*  
Brigitte Burdine

Sandy Jewett  
*STUDIO RECORDING*

*California Digital Post*  
*Studio President*  
Del Casher

*Studio Engineer*  
John Brady  
*Studio Assistants*

Eric Clopein  
Kris Hanson  
Scott Rusch

## MOVIE ANIMATION

*Creat Studio*

*Producer - USA*  
Daniel Prouline

*Production Director*  
Natasha Kholiavko

*Project Supervisor*  
Andrei Kravchuk

*Animation Director*  
Sergei Boginsky

*Character Animators*  
Alexander Miala

Irina Nikiforova  
Anna Zibrova

Denis Davidov  
Vasily Bohdanov

Elena Alekseeva  
Pavel Golubev

Roman Bernas  
Nataliya Dobrovolskaya

*Additional Movie Production*  
Super78

*Creative Director*  
Brent Young

*Executive Producer*  
Dina Benadon

*Animation Director*  
Steve Ziolkowski

*Producer*  
Siouxie Alarcon

*CG Artist*  
Vanny Dellay

*Additional Movie Direction*  
Larry Paolicelli

*Neversoft Thanks*  
Jamie Briant

Mark Burton  
Aaron Cammarata

Ralph D'Amato  
Steve Ganem

Noel Hines  
Gary Jesdanun

Ryan McMahon  
Nolan Nelson

Scott Pease  
Silvio Porretta

Chris Rausch  
Junki Saita

Darren Thorne  
and You!

## ACTIVISION THANKS

Mom

Dad  
Todd Jefferson

James Mayeda  
Bobby Kolick

Brian Kelly  
Lori Lahman

Brian Bright  
Nicholas Favazza

Nathan Lum  
George Rose

Michelle Corrigan  
Anjie MacDonald

Julie Thompson  
Jennifer Stornetta

Stacey Drellishak  
Chris Archer

Brian Hawkins  
Julie Roether

Jim Summers  
Nadine Theuzillot

Sam Nouriani  
Joe Favazza

Jeremy Gage  
Bob McPherson

Ed Clune  
Alexander Rohra

Marco Scataglini  
Chris Keim

Willie Bolton  
Ken Love

Scott Kiefer  
Jeff Poffenbarger

Jason Wong  
Trey Watkins

Serene Chan  
Indra Gunawan

Greg and Fiona Rubel  
Ryan Sinnock

Tanya Langston  
Mitch Lasky

Mark Lamia  
Stacey Ytuarte-Bush

Dave and Michelle Popowitz  
Bryant Bustamante

Adam Goldberg  
Dave Stohl

Brian Clarke  
Gene Bahng

Dan Atkins  
Jason Potter

Jay Halderman  
Nicole Willick

Marilena Morini  
Talmadge Morning

Mystee D. Yiffer  
Gary Bolduc

Alexander Watkins  
Geoff Olsen

Robert Nail  
Casey Smith

Eddie Farias  
Shelley Oberlin

Tim Vanlaw  
Maggie

UNTIL NEXT TIME  
TRUE BELIEVERS!  
THE END ???



## CUSTOMER SUPPORT

Before contacting customer support, please consult the technical help file. It contains the answers to some of our most frequently asked questions and may quickly and easily provide a solution to your difficulty. If after reviewing the technical help file you are still experiencing problems, please feel free to contact us through any of the online services listed.

In order to assist us when dealing with your difficulty, please have the following information ready when you call or attach it to your email to [support@activision.co.uk](mailto:support@activision.co.uk).

### Complete product title.

Exact error message reported (if any) and a brief description of the problem.

A copy of your Direct X Diagnostics report. To access this go to Start → Run and type  
dxdiag c:\dxdiag.txt and press ENTER. The report will be found in your My Computer C: drive.

If you are experiencing difficulty with the multiplayer or online portion of the product, please assist us by having the following additional information ready when you call.

### If you are using a modem:

What kind of modem is on each end (brand, model, speed, internal or external)?

Do you have more than one modem?

On which port is each configured?

Does Hyperterminal (or any other terminal program) work with your modem?

This is an easy way to test whether or not your modem is configured correctly.

At what speed are you connecting?

Have you made sure data compression, error detection, and flow control is turned OFF?

Refer to your modem's manual to do this.

### If using an external modem:

What kind of serial card is being used?

Do you have a seven-wire serial cable?

### If you are on a LAN:

Can you see other computers on the network?

What is your network configuration?

What brand of network card do you have?

What network software are you running? What version number?

Online Services with Activision Forums, E-Mail and File Library Support

For support via the web please visit <http://www.activision.com/support> or e-mail [support@activision.co.uk](mailto:support@activision.co.uk)

### CUSTOMER AND TECHNICAL SUPPORT IN EUROPE

For Customer Support you can contact Activision in the UK on +44 (0)990 143 525 between the hours of 8.00am and 7.00pm (UK time) Monday to Friday with the exception of holidays.

For Technical Support, please contact: + 44 (0)870 2412148 between the hours of 8:00am and 7:00pm (UK time) Monday to Friday and Saturdays 8:00am to 5:00pm with the exceptions of holidays.

### Your calls may be monitored

For Technical Support and Customer Service in areas not listed, please contact your local distributor or Activision via online. (Please note the online support is available in English only).

## SOFTWARE LICENSE AGREEMENT

**IMPORTANT - READ CAREFULLY:** USE OF THIS PROGRAM IS SUBJECT TO THE SOFTWARE LICENSE TERMS SET FORTH BELOW. "PROGRAM" INCLUDES THE SOFTWARE INCLUDED WITH THIS AGREEMENT, THE ASSOCIATED MEDIA, ANY PRINTED MATERIALS, AND ANY ON-LINE OR ELECTRONIC DOCUMENTATION, AND ANY AND ALL COPIES AND DERIVATIVE WORKS OF SUCH SOFTWARE AND MATERIALS. BY OPENING THIS PACKAGE, INSTALLING, AND/OR USING THE PROGRAM, YOU ACCEPT THE TERMS OF THIS LICENSE WITH ACTIVISION, INC. ("ACTIVISION").

**LIMITED USE LICENSE.** Activision grants you the non-exclusive, non-transferable, limited right and license to install and use one copy of this Program solely and exclusively for your personal use. All rights not specifically granted under this Agreement are reserved by Activision. This Program is licensed, not sold. Your license confers no title or ownership in this Program and should not be construed as a sale of any rights in this Program.

**OWNERSHIP.** All title, ownership rights and intellectual property rights in and to this Program and any and all copies thereof (including but not limited to any titles, computer code, themes, objects, characters, character names, stories, dialog, catch phrases, locations, concepts, artwork, animation, sounds, musical compositions, audio-visual effects, methods of operation, moral rights, any related documentation, and "applets" incorporated into this Program) are owned by Activision or its licensors. This Program is protected by the copyright laws of the United States, international copyright treaties and conventions and other laws. This Program contains certain licensed materials and Activision's licensors may protect their rights in the event of any violation of this Agreement.

### YOU SHALL NOT:

- Exploit this Program or any of its parts commercially, including but not limited to use at a cyber cafe, computer gaming centre or any other location-based site. Activision may offer a separate Site License Agreement to permit you to make this Program available for commercial use; see the contact information below.
- Use this Program, or permit use of this Program, on more than one computer, computer terminal, or workstation at the same time.
- Make copies of this Program or any part thereof, or make copies of the materials accompanying this Program.
- Copy this Program onto a hard drive or other storage device; you must run this Program from the included CD-ROM (although this Program itself may automatically copy a portion of this Program onto your hard drive during installation in order to run more efficiently).
- Use the program, or permit use of this Program, in a network, multi-user arrangement or remote access arrangement, including any online use, except as otherwise explicitly provided by this Program.
- Sell, rent, lease, license, distribute or otherwise transfer this Program, or any copies of this Program, without the express prior written consent of Activision.
- Reverse engineer, derive source code, modify, decompile, disassemble, or create derivative works of this Program, in whole or in part.
- Remove, disable or circumvent any proprietary notices or labels contained on or within the Program.
- Export or re-export this Program or any copy or adaptation in violation of any applicable laws or regulations. By using this Program you are warranting that you are not a "foreign person," as defined by U.S. government regulations, or under the control of a foreign person.

## ACTIVISION LIMITED 90-DAY WARRANTY

Activision warrants to the original consumer purchaser of this computer software product that the recording medium on which the software program is recorded will be free from defects in material and workmanship for 90 days from the date of purchase. If the recording medium is found defective within 90 days of original purchase, ACTIVISION agrees to replace, free of charge, any product discovered to be defective within such period upon receipt at its Factory Service Centre of the product, postage paid, with proof of date of purchase, as long as the program is still being manufactured by ACTIVISION. In the event that the program is no longer available, ACTIVISION retains the right to substitute a similar product of equal or greater value.

This warranty is limited to the recording medium containing the software program originally provided by ACTIVISION and is not applicable to normal wear and tear. This warranty shall not be applicable and shall be void if the defect has arisen through abuse, mistreatment, or neglect. Any implied warranties applicable to this product are limited to the 90-day period described above.

EXCEPT AS SET FORTH ABOVE, THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES, WHETHER ORAL OR WRITTEN, EXPRESS OR IMPLIED, INCLUDING ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND NO OTHER REPRESENTATION OR CLAIMS OF ANY KIND SHALL BE BINDING ON OR OBLIGATE ACTIVISION. IN NO EVENT WILL ACTIVISION BE LIABLE FOR SPECIAL, INCIDENTAL, OR CONSEQUENTIAL DAMAGE RESULTING FROM POSSESSION, USE OR MALFUNCTION OF THIS PRODUCT, INCLUDING DAMAGE TO PROPERTY AND, TO THE EXTENT PERMITTED BY LAW, DAMAGES FOR PERSONAL INJURY, EVEN IF ACTIVISION HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. SOME STATES DO NOT ALLOW LIMITATIONS ON HOW LONG AN IMPLIED WARRANTY LASTS AND/OR THE EXCLUSION OR LIMITATION OF INCIDENTAL OR CONSEQUENTIAL DAMAGES, SO THE ABOVE LIMITATIONS AND/OR EXCLUSION OR LIMITATION OF LIABILITY MAY NOT APPLY TO YOU. THIS WARRANTY GIVES YOU SPECIFIC LEGAL RIGHTS, AND YOU MAY HAVE OTHER RIGHTS WHICH VARY FROM STATE TO STATE.

When returning merchandise for replacement please send the original product disks only in protective packaging and include:

1. A photocopy of your dated sales receipt
2. Your name and return address, typed or clearly printed
3. A brief note describing the defect, the problem(s) you encountered and the system on which you are running the product
4. If you are returning the product after the 90-day warranty period, but within one year after the date of purchase, please include a cheque or money order for \$10 U.S. (AUD \$17 for Australia, or £10.00 for Europe) currency per CD or floppy disk replacement

Note: Certified mail is recommended.

In Europe send to:

### WARRANTY REPLACEMENTS

ACTIVISION (UK) Ltd., Parliament House, St Laurence Way, Slough, Berkshire, SL1 2BW, United Kingdom.

Disc Replacement: +44 (0)990 143 525

In Australia send to:

### WARRANTY REPLACEMENTS

Activision

P.O. Box 873

Epping, NSW 2121, Australia

**LIMITATION ON DAMAGES.** IN NO EVENT WILL ACTIVISION BE LIABLE FOR SPECIAL, INCIDENTAL OR CONSEQUENTIAL DAMAGES RESULTING FROM POSSESSION, USE OR MALFUNCTION OF THE PROGRAM, INCLUDING DAMAGES TO PROPERTY, LOSS OF GOODWILL, COMPUTER FAILURE OR MALFUNCTION AND, TO THE EXTENT PERMITTED BY LAW, DAMAGES FOR PERSONAL INJURIES, EVEN IF ACTIVISION HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. ACTIVISION'S LIABILITY SHALL NOT EXCEED THE ACTUAL PRICE PAID FOR THE LICENSE TO USE THIS PROGRAM. SOME STATES/COUNTRIES DO NOT ALLOW LIMITATIONS ON HOW LONG AN IMPLIED WARRANTY LASTS AND/OR THE EXCLUSION OR LIMITATION OF INCIDENTAL OR CONSEQUENTIAL DAMAGES, SO THE ABOVE LIMITATIONS AND/OR EXCLUSION OR LIMITATION OF LIABILITY MAY NOT APPLY TO YOU. THIS WARRANTY GIVES YOU SPECIFIC LEGAL RIGHTS, AND YOU MAY HAVE OTHER RIGHTS WHICH VARY FROM JURISDICTION TO JURISDICTION.

**TERMINATION.** Without prejudice to any other rights of Activision, this Agreement will terminate automatically if you fail to comply with its terms and conditions. In such event, you must destroy all copies of this Program and all of its component parts.

**U.S. GOVERNMENT RESTRICTED RIGHTS.** The Program and documentation have been developed entirely at private expense and are provided as "Commercial Computer Software" or "restricted computer software." Use, duplication or disclosure by the U.S. Government or a U.S. Government subcontractor is subject to the restrictions set forth in subparagraph (c)(1)(ii) of the Rights in Technical Data and Computer Software clauses in DFARS 252.227-7013 or as set forth in subparagraph (c)(1) and (2) of the Commercial Computer Software Restricted Rights clauses at FAR 52.227-19, as applicable. The Contractor/Manufacturer is Activision, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

**INJUNCTION.** Because Activision would be irreparably damaged if the terms of this Agreement were not specifically enforced, you agree that Activision shall be entitled, without bond, other security or proof of damages, to appropriate equitable remedies with respect to breaches of this Agreement, in addition to such other remedies as Activision may otherwise have under applicable laws.

**INDEMNITY.** You agree to indemnify, defend and hold Activision, its partners, affiliates, contractors, officers, directors, employees and agents harmless from all damages, losses and expenses arising directly or indirectly from your acts and omissions to act in using the Product pursuant to the terms of this Agreement

**MISCELLANEOUS.** This Agreement represents the complete agreement concerning this license between the parties and supersedes all prior agreements and representations between them. It may be amended only by a writing executed by both parties. If any provision of this Agreement is held to be unenforceable for any reason, such provision shall be reformed only to the extent necessary to make it enforceable and the remaining provisions of this Agreement shall not be affected. This Agreement shall be construed under California law as such law is applied to agreements between California residents entered into and to be performed within California, except as governed by federal law and you consent to the exclusive jurisdiction of the state and federal courts in Los Angeles, California.

If you have any questions concerning this license, you may contact Activision at:

3100 Ocean Park Boulevard, Santa Monica, California 90405, + (310) 255-2000,

Attn: Business and Legal Affairs, legal@activision.com.

# NOTES